



ECFS842

Mergers and Acquisitions

AFC Term 4 CBD 2017

Dept of Applied Finance and Actuarial Studies

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Disclaimer

Macquarie University has taken all reasonable measures to ensure the information in this publication is accurate and up-to-date. However, the information may change or become out-dated as a result of change in University policies, procedures or rules. The University reserves the right to make changes to any information in this publication without notice. Users of this publication are advised to check the website version of this publication [or the relevant faculty or department] before acting on any information in this publication.

General Information

Unit convenor and teaching staff Unit Convenor / Lecturer Jeff Hall jeff.hall@mq.edu.au Contact via Email
Credit points 2
Prerequisites (Admission to MAppFin or GradDipAppFin) and ECFS866
Corequisites
Co-badged status
Unit description This unit builds on the introduction to mergers and acquisitions in ECFS866 including discussion of current trends, valuation techniques, and regulations on corporate control. Statutory rules and market techniques for takeover bids, mergers, schemes of arrangement and other types of corporate restructuring are covered. Other topics include the impact of trade practices and anti-trust regulations, foreign investment regulations, regulations to restrict shareholding levels, accounting for goodwill, due diligence, and post-merger integration and corporate performance. The unit includes a comparative analysis of regulations in Australia and a number of offshore markets.

Important Academic Dates

Information about important academic dates including deadlines for withdrawing from units are available at <https://www.mq.edu.au/study/calendar-of-dates>

Learning Outcomes

On successful completion of this unit, you will be able to:

Understand the nature of merger and acquisition activity, and evaluate current trends and activity in mergers and acquisitions in Australia and the Asia Pacific region.

Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.

Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.

Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.

Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

General Assessment Information

To pass this unit (requires a Mark of 50 or better) the student must pass the final examination.

Assessment Tasks

Name	Weighting	Hurdle	Due
PreClass Assign&Participation	15%	No	Refer to iLearn
Post-Course Group Assignment	30%	No	Refer to iLearn
Final Exam	55%	Yes	Refer to Timetable

PreClass Assign&Participation

Due: **Refer to iLearn**

Weighting: **15%**

Pre-Class Assignment and Class Participation

Summary of Assessment Task

Individual / Group: Both

Due Date: Refer to iLearn

Grading Method: Refer to 'Standards Required to Complete the Unit Satisfactorily' section

Submission Method: In class

Duration: During class sessions

Extension Requests:

- If you have extenuating circumstances that prevent you from submitting your assignment by the due date, please make arrangements with your Lecturer prior to the due date.
- Unless prior arrangements have been made, any late submission of assignments will automatically be penalised. In the absence of special circumstances, the penalty will be 10% of the available marks for the assessment for each business day (or part thereof) they are late.

Note: The pre-class assignment is available on the iLearn site.

On successful completion you will be able to:

- Understand the nature of merger and acquisition activity, and evaluate current trends and activity in mergers and acquisitions in Australia and the Asia Pacific region.
- Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.
- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.
- Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.

Post-Course Group Assignment

Due: **Refer to iLearn**

Weighting: **30%**

Post-Course Group Written Assignment

Summary of Assessment Task

Individual / Group: Group

Due Date: Refer to the Unit's iLearn site

Grading Method: Refer to 'Standards Required to Complete the Unit Satisfactorily' section

Submission Method: Online via the Unit's iLearn site

Duration: From final lecture to due date

Extension Requests:

- If you have extenuating circumstances that prevent you from submitting your assignment by the due date, please make arrangements with your lecturer prior to the due date.
- Unless prior arrangements have been made, any late submission of assignments will automatically be penalised. In the absence of special circumstances, the penalty will be 10% of the available marks for the assessment for each business day (or part thereof) they are late.

Other Information:

- Assignment will be provided during the final lecture.

On successful completion you will be able to:

- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.

- Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.
- Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

Final Exam

Due: **Refer to Timetable**

Weighting: **55%**

This is a hurdle assessment task (see [assessment policy](#) for more information on hurdle assessment tasks)

Summary of Assessment Task

Individual / Group: Individual

Due Date: Refer to Timetable.

Grading Method: Refer to 'Standards Required to Complete the Unit Satisfactorily' section

Submission Method: As per MAFC Program Rules & Procedures at www.mafc.mq.edu.au

Duration: 2 hours plus 10 minutes reading time

Examination Conditions:

- All examinations are closed book. A single A4 sheet of paper (double sided) is permitted as a study aid.
- Exam times and locations are noted in the Unit Timetable at <http://www.mafc.mq.edu.au/>
- Refer to MAFC Program Rules & Procedures at <http://www.mafc.mq.edu.au>.

Extension Requests:

- You are expected to present yourself for examination at the time and place designated in the relevant MAFC Timetable at www.mafc.mq.edu.au.
- Deferral of an examination is not permitted, unless special consideration has been approved by the Director of Studies under the University's Disruption to Studies Policy.
- Refer to MAFC Program Rules & Procedures at www.mafc.mq.edu.au for information on the University's Disruption to Studies Policy or non-attendance at an examination

On successful completion you will be able to:

- Understand the nature of merger and acquisition activity, and evaluate current trends and activity in mergers and acquisitions in Australia and the Asia Pacific region.
- Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.

- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.
- Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.
- Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

Delivery and Resources

CLASSES

Face-to-Face Teaching: Generally 18 hours

Timetable: Detailed timetable for classes are on the Centre's web site www.mafc.mq.edu.au

Consultation Times:

Students who wish to contact any of the teaching staff may do so through:

- The Unit's iLearn site, in relation to general queries (so that all students may benefit); or
- Individual consultation with the lecturer by email in the first instance, if necessary.

REQUIRED AND RECOMMENDED TEXTS AND/OR MATERIALS

Text: No text

Additional Readings:

- Students are provided with printed notes comprising this Unit Guide, assessment details, lecture slides, selected background papers and articles and case study materials.
- Additional case study materials and reference materials are provided on the M&A unit iLearn site.
- The assigned readings, lectures and lecture notes together with information provided on the M&A unit webpage or information referred to on specified regulatory body websites are intended to cover substantially **all examinable material**.

Lecture Notes: Available in printed form and electronically via iLearn.

Useful References:

- Chapters 23 and 24 of *Ford's Principles of Corporations Law* (Butterworths). These chapters provide detailed information and case law regarding statutory rules and regulations for takeovers, schemes of arrangement and reductions of capital in Australia.
- Levy and Pathak, *Takeovers Law & Strategy*, (Lawbook Co, 2009)
- **Extension:**

- Copeland, Koller and Murrin, *Valuation - Measuring and Managing the Value of Companies*, John Wiley & Sons, 2000
- Damadoran, *Investment Valuation*, John Wiley & Sons, 2002
- Gaughan, *Mergers, Acquisitions and Corporate Restructuring*, John Wiley & Sons, 1996 or later edition.

Calculators:

- A calculator that can handle basic functions will be useful and may be necessary for certain class exercises (at least one per group).
- A laptop computer with Excel will be useful and may be necessary for certain class exercises (at least one per group).

Assumed Access: Access to a computer with word processing and spreadsheet capability is assumed, as is general student computer literacy.

TECHNOLOGY USED AND REQUIRED

Unit iLearn Site:

- Found by logging on to iLearn <http://ilearn.mq.edu.au>, then clicking on **Mergers & Acquisitions**.
- This is where you will find links to forums, downloadable resources and other important pages.
- Forums allow you to communicate with other students and lecturer(s) and may provide supplementary material.
- You are requested to post your questions to a forum at least 24 hours prior to the assignment submission date or the examination date. Questions posted after that time may not be answered. **Please try to not leave your questions to the last few days.**

Important Notice:

- It is important that you familiarise yourself with the Unit's iLearn site.
- Students should check the Unit's iLearn site regularly (minimum twice a week and prior to all lectures) and look for updates and distribution of materials (including case studies) related to the unit or assessments and, if relevant, participate in forum discussions.

Unit Schedule

SESSION 1

Topics:

- Overview of valuation process: Overview and illustrative examples

- Historical M&A activity levels

SESSION 2

Topics:

- Overview of M&A market: Types of M&A activity, Motivation for mergers and acquisitions, Brief regulatory overview
- M&A laws and regulations: History of laws and regulations

SESSION 3

Topics:

M&A laws and regulations (cont.): Schemes of arrangement and mergers, Accounting for goodwill, Takeover rules and regulations, Other types of transactions

SESSION 4

Topics:

- Government regulations: Trade Practices Act, Foreign Investment Review Board, Other industry regulations
- Executing a takeover: Typical offer conditions, Takeover tactics

SESSION 5

Topics:

Valuation methodology and practice: Review of practice and procedures

SESSION 6

Topics:

- Framework for M&A activity: Strategic framework for transactions
- Takeover defence: Directors' duties, Pre-emptive strategies, Reactive strategies
- Summary and Review

Learning and Teaching Activities

Strategy

The Master of Applied Finance degree adopts a deep teaching and learning strategy, in which Students acquire and retain knowledge and also are able to make sense of the issues and concepts and apply them in the “real world”. The degree relies heavily on student engagement and participation by: (a) Continuous learning throughout the semester. This is encouraged through a combination of students undertaking prescribed reading throughout the units and / or completion of practice problems, case studies, assignments, class presentations etc and interaction via forums in the unit’s iLearn site; and (b) Assessments, which enable the student to demonstrate his / her understanding of the learning objectives achieved through the continuous learning.

Student Participation

Students participate in this unit by: (a) Attending lectures and participating in class discussion; (b) Before each class, completing the recommended readings of notes and text, and working systematically through suggested problem sets; (c) Interacting on the unit’s iLearn site; and (d) Completing all assessment tasks and exams. On average the unit will require students to complete, for every hour of class time, approximately 3 hours private study.

Policies and Procedures

Macquarie University policies and procedures are accessible from [Policy Central](#). Students should be aware of the following policies in particular with regard to Learning and Teaching:

Academic Honesty Policy http://mq.edu.au/policy/docs/academic_honesty/policy.html

Assessment Policy http://mq.edu.au/policy/docs/assessment/policy_2016.html

Grade Appeal Policy <http://mq.edu.au/policy/docs/gradeappeal/policy.html>

Complaint Management Procedure for Students and Members of the Public http://www.mq.edu.au/policy/docs/complaint_management/procedure.html

Disruption to Studies Policy (in effect until Dec 4th, 2017): http://www.mq.edu.au/policy/docs/disruption_studies/policy.html

Special Consideration Policy (in effect from Dec 4th, 2017): <https://staff.mq.edu.au/work/strategy-planning-and-governance/university-policies-and-procedures/policies/special-consideration>

In addition, a number of other policies can be found in the [Learning and Teaching Category](#) of Policy Central.

Student Code of Conduct

Macquarie University students have a responsibility to be familiar with the Student Code of Conduct: https://students.mq.edu.au/support/student_conduct/

Results

Results shown in *iLearn*, or released directly by your Unit Convenor, are not confirmed as they are subject to final approval by the University. Once approved, final results will be sent to your student email address and will be made available in [eStudent](#). For more information visit [ask.mq.edu.au](#).

Students should also consult the MAFC Program Rules & Procedures found at <http://www.mafc.mq.edu.au>

Student Support

Macquarie University provides a range of support services for students. For details, visit <http://students.mq.edu.au/support/>

Learning Skills

Learning Skills (mq.edu.au/learningskills) provides academic writing resources and study strategies to improve your marks and take control of your study.

- [Workshops](#)
- [StudyWise](#)
- [Academic Integrity Module for Students](#)
- [Ask a Learning Adviser](#)

Student enquiry service (MAFC-specific)

For all student enquires, please contact studentsupport@mafc.mq.edu.au

Student Services and Support

Students with a disability are encouraged to contact the [Disability Service](#) who can provide appropriate help with any issues that arise during their studies.

Learning Skills

Learning Skills (http://www.students.mq.edu.au/support/learning_skills/) provides academic writing resources and study strategies to improve your marks and take control of your study.

- Workshops
- StudyWise
- Academic Integrity Module for Students
- Ask a Learning Adviser

Student Enquiries

For all student enquiries, visit Student Connect at ask.mq.edu.au

IT Help

For help with University computer systems and technology, visit http://www.mq.edu.au/about_us/offices_and_units/information_technology/help/.

When using the University's IT, you must adhere to the [Acceptable Use of IT Resources Policy](#). The policy applies to all who connect to the MQ network including students.

Graduate Capabilities

PG - Capable of Professional and Personal Judgment and Initiative

Our postgraduates will demonstrate a high standard of discernment and common sense in their professional and personal judgment. They will have the ability to make informed choices and decisions that reflect both the nature of their professional work and their personal perspectives.

This graduate capability is supported by:

Learning outcomes

- Understand the nature of merger and acquisition activity, and evaluate current trends and activity in mergers and acquisitions in Australia and the Asia Pacific region.
- Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.
- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.
- Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.
- Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

Assessment tasks

- PreClass Assign&Participation
- Post-Course Group Assignment

PG - Discipline Knowledge and Skills

Our postgraduates will be able to demonstrate a significantly enhanced depth and breadth of knowledge, scholarly understanding, and specific subject content knowledge in their chosen fields.

This graduate capability is supported by:

Learning outcomes

- Understand the nature of merger and acquisition activity, and evaluate current trends

and activity in mergers and acquisitions in Australia and the Asia Pacific region.

- Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.
- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.
- Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.
- Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

Assessment tasks

- Post-Course Group Assignment
- Final Exam

PG - Critical, Analytical and Integrative Thinking

Our postgraduates will be capable of utilising and reflecting on prior knowledge and experience, of applying higher level critical thinking skills, and of integrating and synthesising learning and knowledge from a range of sources and environments. A characteristic of this form of thinking is the generation of new, professionally oriented knowledge through personal or group-based critique of practice and theory.

This graduate capability is supported by:

Learning outcomes

- Understand the nature of merger and acquisition activity, and evaluate current trends and activity in mergers and acquisitions in Australia and the Asia Pacific region.
- Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.
- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.
- Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.
- Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

Assessment tasks

- PreClass Assign&Participation
- Post-Course Group Assignment
- Final Exam

PG - Research and Problem Solving Capability

Our postgraduates will be capable of systematic enquiry; able to use research skills to create new knowledge that can be applied to real world issues, or contribute to a field of study or practice to enhance society. They will be capable of creative questioning, problem finding and problem solving.

This graduate capability is supported by:

Learning outcomes

- Understand the nature of merger and acquisition activity, and evaluate current trends and activity in mergers and acquisitions in Australia and the Asia Pacific region.
- Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.
- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.
- Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.
- Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

Assessment tasks

- Post-Course Group Assignment
- Final Exam

PG - Effective Communication

Our postgraduates will be able to communicate effectively and convey their views to different social, cultural, and professional audiences. They will be able to use a variety of technologically supported media to communicate with empathy using a range of written, spoken or visual formats.

This graduate capability is supported by:

Learning outcomes

- Understand the nature of merger and acquisition activity, and evaluate current trends and activity in mergers and acquisitions in Australia and the Asia Pacific region.
- Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.
- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.
- Identify and understand relevant laws and regulations to merger and acquisition activity

in Australia and selected Asian markets.

- Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

Assessment tasks

- PreClass Assign&Participation
- Post-Course Group Assignment
- Final Exam

PG - Engaged and Responsible, Active and Ethical Citizens

Our postgraduates will be ethically aware and capable of confident transformative action in relation to their professional responsibilities and the wider community. They will have a sense of connectedness with others and country and have a sense of mutual obligation. They will be able to appreciate the impact of their professional roles for social justice and inclusion related to national and global issues

This graduate capability is supported by:

Learning outcomes

- Understand the nature of merger and acquisition activity, and evaluate current trends and activity in mergers and acquisitions in Australia and the Asia Pacific region.
- Apply a strategic framework for assessing M&A transactions and understand elements of successful M&A activity.
- Evaluate and apply market oriented valuation techniques (such as multiples) and evaluate their role relative to discounted cash flow valuation methodology.
- Identify and understand relevant laws and regulations to merger and acquisition activity in Australia and selected Asian markets.
- Ability to execute a takeover and a takeover defence. This should cover the process from assessment and valuation of targets, execution and issues in post merger integration.

Assessment tasks

- PreClass Assign&Participation
- Post-Course Group Assignment

Important Notice

This Unit Guide may be subject to change. The latest version is on the Centre's web site www.mafc.mq.edu.au.

Students should read the Unit Guide carefully at the start of semester. It contains important information about the unit. If anything is unclear, please consult one of the unit lecturers.

Standards Required to Complete the Unit Satisfactorily

University Policy on Grading:

- Macquarie University's Academic Senate has established a Grading Policy available at <http://www.mq.edu.au/policy/docs/grading/policy.html>. Your final result will include:
 - A Grade ranging from Fail Hurdle to High Distinction; and
 - A numerical Mark which is a summation of the individual assessment components, providing the examination component is passed.
- It is important to note:
 - The Policy does not require that a minimum or maximum number of students are to be failed in any unit;
 - Grades will not be allocated to fit a predetermined distribution; and
 - Grades for all individual assessment items will be released to students, but Marks may not necessarily be released.

Specific Unit Grading:

- To pass this unit (i.e. requires a Mark of 50 or better) the student must pass the final examination.
 - Students who have attained a total raw mark of 50% or greater in a unit, but have failed the Unit's exam requirement and who have demonstrated "sufficient effort" in the exam, will be granted a single opportunity to sit a Supplementary Exam which will be graded on a pass/fail basis. The unit mark and grade for students who pass this examination will be those corresponding to the original total raw mark of all their assessment tasks, including the original exam. That is, the Supplementary Hurdle Exam only determines the meeting of the hurdle requirement. Students who have attained a raw mark of 50% or greater in a unit, yet failed all attempts at the requirement, will be awarded an Fail Hurdle grade with a final mark of 49.
- All final Marks and Grades in the Applied Finance Centre are determined by a grading committee and are not the sole responsibility of the unit convenor.
- The core criteria used to assess student work in this unit are:
 - Knowledge and understanding: Understanding key ideas, knowledge and use of concepts.
 - Application: Ability to apply theoretical ideas and frameworks in practice and in a

critically reflective way.

- Reasoning and analysis: Ability to analyse, use critical reasoning and principles to formulate a position, balancing theory and personal reflection.
 - Professional literacy and research: Understanding of professional factors (language and landscape) and ability to undertake appropriate research.
 - Communication and presentation: Ability to communicate and present effectively (written and oral, as relevant).
 - Use of mathematical and statistical ideas: Ability to use mathematical and statistical ideas, methods and formulae appropriately.
- Performance in relation to each of these criteria are assessed against the University's grading descriptors:

Grade	Expectation
High Distinction	Provides consistent evidence of deep and critical understanding in relation to the learning outcomes. There is substantial originality and insight in identifying, generating and communicating competing arguments, perspectives or problem solving approaches; critical evaluation of problems, their solutions and their implications; creativity in application as appropriate to the discipline.
Distinction	Provides evidence of integration and evaluation of critical ideas, principles and theories, distinctive insight and ability in applying relevant skills and concepts in relation to learning outcomes. There is demonstration of frequent originality in defining and analysing issues or problems and providing solutions; and the use of means of communication appropriate to the discipline and the audience.
Credit	Provides evidence of learning that goes beyond replication of content knowledge or skills relevant to the learning outcomes. There is demonstration of substantial understanding of fundamental concepts in the field of study and the ability to apply these concepts in a variety of contexts; convincing argumentation with appropriate coherent justification; communication of ideas fluently and clearly in terms of the conventions of the discipline.
Pass	Provides sufficient evidence of the achievement of learning outcomes. There is demonstration of understanding and application of fundamental concepts of the field of study; routine argumentation with acceptable justification; communication of information and ideas adequately in terms of the conventions of the discipline. The learning attainment is considered satisfactory or adequate or competent or capable in relation to the specified outcomes.
Fail	Does not provide evidence of attainment of learning outcomes. There is missing or partial or superficial or faulty understanding and application of the fundamental concepts in the field of study; missing, undeveloped, inappropriate or confusing argumentation; incomplete, confusing or lacking communication of ideas in ways that give little attention to the conventions of the discipline.
Fail Hurdle	Student has obtained a raw mark over 50, yet failed all available attempts of at least one hurdle assessment.

Review of Grade and final examination Script viewing:

- A student who has been awarded a final grade for a unit and who does not believe it is an accurate reflection of their performance, and has grounds for such a claim and can demonstrate those grounds, may apply to have their grade reviewed.
- For information on requesting a review of grade and/or viewing your final exam script, please refer to the University's Grade Appeal Policy at <http://www.mq.edu.au/policy/doc>

[s/gradeappeal/policy.html](http://www.mq.edu.au/s/gradeappeal/policy.html) and MAFC Program Rules & Procedures at <http://www.mafc.mq.edu.au>.